

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Zerochaos Acquisition Company, LLC		11/30/2004	limited liability company: FLORIDA
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	Two Tower Center Boulevard		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78464511	EK	
Serial Number:	76475873	E-CONTRACTOR	
Registration Number:	2497682	ZEROCHAOS.COM	
Registration Number:	2475703	ZEROCHAOS	
Registration Number:	2455103	ZEROCHAOS.COM	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	919 286-8028		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		

OP \$140.00 78464511

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TRADEMARK
REEL: 003006 FRAME: 0549

NAME OF SUBMITTER:	Charles L. Evans
Signature:	/Charles L. Evans/
Date:	01/11/2005
Total Attachments: 4 source=NGSI-T ZeroChaos Acquisition Company, LLC#page1.tif source=NGSI-T ZeroChaos Acquisition Company, LLC#page2.tif source=NGSI-T ZeroChaos Acquisition Company, LLC#page3.tif source=NGSI-T ZeroChaos Acquisition Company, LLC#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Revolving Credit and Security Agreement dated as of November 30, 2004 (as the same may be amended, modified, extended or restated from time to time, the "Credit Agreement") by and among ZeroChaos Acquisition Company, LLC, a Florida limited liability company (the "Company"), certain subsidiaries of the Company party thereto (together with the Company, each a "Borrower" and collectively, the "Borrowers") and PNC Bank, National Association, as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
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See Schedule A attached hereto.

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
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See Schedule A attached hereto.

The Borrowers and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as a sale or assignment of any trademark or trademark application.

Very truly yours,

ZEROCHAOS ACQUISITION COMPANY, LLC,
a Florida limited liability company

By: Larry Alpha
Name: Larry Alpha
Title: Manager

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name: _____
Title: _____

IP NOTICE

The Borrowers and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as a sale or assignment of any trademark or trademark application.

Very truly yours,

ZEROCHAOS ACQUISITION COMPANY, LLC,
a Florida limited liability company

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: BA
Name: Bill Handley
Title: SVP

IP NOTICE

**ZeroChaos Acquisition Company, LLC
(Florida Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
ZEROCHAOS.COM	2497682	10/16/01
ZEROCHAOS	2475703	8/7/01
ZEROCHAOS.COM and Design	2455103	5/29/01

Pending Applications

Mark	Application No.	Filing Date
EK and Design	78464511	8/9/04
E-CONTRACTOR	76475873	12/17/02